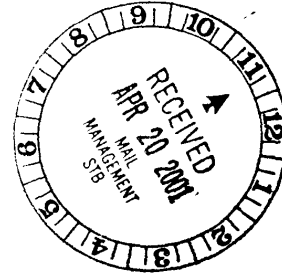




**Joseph Transportation Services, Inc.**  
*a subsidiary of Joseph Transportation*



16 April 2001

Ms. Taledia Stokes  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 20337-A FILED

APR 24 '01 3:07 PM

Dear Ms. Stokes:

**SURFACE TRANSPORTATION BOARD**

Please find enclosed, one (1) original and one (1) certified copy of the Memorandum of Amendment dated as of March 15, 2001, between the following parties:

Lessee: Dakota, Minnesota & Eastern Railroad Corporation  
P.O. Box 178  
337 22<sup>nd</sup> Avenue South  
Brookings, SD 57006-0178

Lessor: Joseph Transportation Services, Inc.  
(formerly DJJ Transportation Services, Inc.)  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, ninety-four (94) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment dated March 15, 2001 related to ninety-four (94) railcars bearing reporting marks DME 5400-5493, inclusive.

Please file this as a secondary document under the Recordation Number 20337-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 20337.

The filing fee for this document in the amount of \$28.00, is included in the enclosed check #15059. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.  
(formerly DJJ Transportation Services, Inc.)

Barb Brzezicki  
Documentation Coordinator

Enclosures

RECORDATION NO. 20337-A FILED

**MEMORANDUM OF  
AMENDMENT NO. 1 TO  
RAILROAD EQUIPMENT LEASE**

APR 24 '01 3:07 PM  
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 15<sup>th</sup> day of March, 2001, is intended to evidence the amendment dated as of March 15, 2001 (the "Amendment No. 1"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **DAKOTA, MINNESOTA & EASTERN RAILROAD CORP.**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ninety-four (94) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**FURTHER**, the Memorandum of Railroad Equipment Lease (the "Memorandum") dated August 26, 1996, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on October 29, 1996 with Recordation No. 20337. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 20337-A.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

**JOSEPH TRANSPORTATION  
SERVICES, INC.**

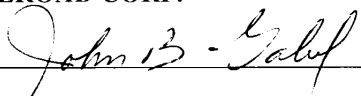
By: 

Name: Kenneth W. Miller, Jr.

Title: Executive Vice President

Date: March 15, 2001

**DAKOTA, MINNESOTA & EASTERN  
RAILROAD CORP.**

By: 

Name: John Gabel

Title: General Manager Railcar Fleet

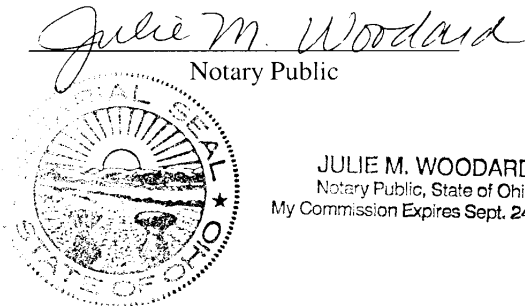
Date: March 15, 2001

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of March, 2001, by  
Kenneth W. Miller, Jr., the Exec. Vice President of Joseph Transportation  
Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

Sept. 24, 2002



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002

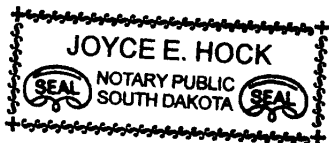
STATE OF South Dakota )  
 ) SS:  
COUNTY OF Brookings )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of March,  
2001, by John Gabel, the General Manager Railcar Fleet, of Dakota, Minnesota & Eastern Railroad  
Corp., a Delaware corporation, on behalf of the corporation.

Joyce E. Hock  
Notary Public

My Commission expires:

5-5-02



## **EXHIBIT A**

To the Memorandum of Amendment No. 1 dated March 15, 2001, between Joseph Transportation Services, Inc. and Dakota, Minnesota & Eastern Railroad Corp.

### **DESCRIPTION OF UNITS**

Ninety-four (94) railcars bearing reporting marks as follows:

DME 5400-5493, inclusive

**CERTIFICATE**

The undersigned, Julie M. Woodard notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard  
Notary Public



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002